

CHICAGO AND



TRANSPORTATION COMPANY

October 19, 1983

File No.: A-12006

RECORDATION NO. 14038-A
DEC 1 - 1983 12 10 PM

No.

3-335A023

Date

DEC 1 1983

Fee \$

20.00

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

312 - 559-6165

INTERSTATE COMMERCE COMMISSION

Washington, D. C.

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14038-B
DEC 1 - 1983 12 10 PM

Re: Equipment Lease Agreement dated as of June 1, 1983 between Marine Midland Leasing Corporation and Chicago and North Western Transportation Company assigned Recordation No. 14038 on June 13, 1983

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment No. 1*² to Equipment Lease Agreement dated as of October 15, 1983 covering 25 fully enclosed bi-level auto racks as described on Revised Schedule A attached to the Agreement.

The names and addresses of the parties to the transaction are as follows:

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606.
2. Marine Midland Leasing Corporation, One Marine Midland Center, Buffalo, New York 14240.

Enclosed is our check for \$20.00 to cover your recordation fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterpart each showing recordation data.

Sincerely,

J. S. Edwards
Assistant Secretary

cc: R. D. Smith
M. R. Jeske
R. F. Guenther
D. E. Stockham-
Attn: P. J. Brod

R. R. DeWitt
Arthur Anderson & Co.
Attn: G. Holdren

RECEIVED
DEC 1 12 00 PM '83
FEE COLLECTION UNIT

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Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

J. S. Edwards
Chicago & NorthWestern Trnsp. Co.
One North Western Center
Chicago, Illinois 60606

December 1, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/83 at 12:10PM and assigned re-recording number(s). 14038-A, & 14038-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 14638-A
Filed 1428

DEC 1 - 1983 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT #1
to
Equipment Lease Agreement
dated as of
June 1, 1983
between
Marine Midland Leasing Corporation
and
Chicago and North Western Transportation Company

This Amendment is dated as of October 15, 1983 by and between Marine Midland Leasing Corporation ("Lessor") and Chicago and North Western Transportation Company ("Lessee") and confirms in writing the agreement of Lessee and Lessor to amend the Equipment Lease Agreement referenced in the caption above ("Lease") (those capitalized terms which are not defined herein shall have those meanings ascribed to them in the Lease).

WHEREAS, Lessee and Lessor entered into the Lease concerning the lease of up to 150 auto racks with a cost of up to 3.5 million; and

WHEREAS, there is a need for an additional 25 fully enclosed bi-level auto racks with delivery anticipated in October, 1983 at a cost of approximately \$615,000; and

WHEREAS, Lessee and Lessor have agreed that there should be an increase in the number of auto racks under the Lease to 175 and an increase to the maximum equipment cost under the Lease to \$4.13 million in order to provide financing for the additional 25 bi-level auto racks needed,

NOW THEREFORE, in consideration of the Lease and the rentals to be paid thereunder and the mutual covenants therein and herein set forth, parties hereto confirm in writing their agreement as follows:

1. Aggregate Cost.

The aggregate of the Cost, defined to be not greater than THREE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$3,500,000) in Section 1 of the Lease, is hereby amended to be not greater than FOUR MILLION ONE HUNDRED THIRTY THOUSAND DOLLARS (\$4,130,000).

2. Number of closings.

The number of closings under the Lease, specified to be not more than four in the last paragraph of Section 9 of the Lease, is hereby amended to be not more than eight.

3. Schedule "A":.


Schedule "A" to the Lease, containing a description of the leased Equipment, is hereby amended by deletion of the previous schedule and substitution of the Revised Schedule "A" attached hereto and hereby made a part hereof.

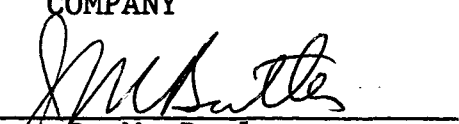
All other terms and conditions of the Lease remain unamended hereby and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers on the day and year first written above.

LESSOR: MARINE MIDLAND LEASING
CORPORATION

LESSEE: CHICAGO AND NORTH
WESTERN TRANSPORTATION
COMPANY

By: 

By: 
J. M. Butler

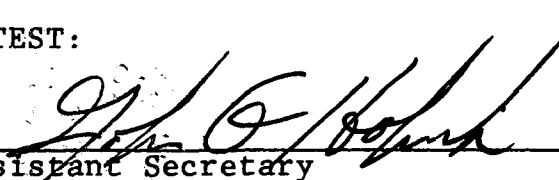
Its: 

[Corporate Seal]

Senior Vice President -
Its: Finance and Accounting

[Corporate Seal]

ATTEST:


Assistant Secretary

ATTEST:


Assistant Secretary

L/P93-758 .*

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 17th day of November, 1983, before me personally appeared J. M. Butler, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a Senior Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Hanlon
Notary Public

[Notary Seal]

My Commission expires: 2/25/86

STATE OF NEW YORK)
)
COUNTY OF ERIE)

On this 28th day of November, 1983, before me personally appeared Paul M. Sciarra, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he/she is a President of MARINE MIDLAND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lawrence C. Handzlik
Notary Public

L/P93-758 3

LAWRENCE C. HANDZLIK
Notary Public, State of New York
Qualified in Erie County
My Commission Expires March 30, 1985

REVISED SCHEDULE "A"

Equipment to be Leased from
Marine Midland Leasing Corporation

DESCRIPTION OF EQUIPMENT

Type	Model	Quantity	Lessee's Identification Numbers (1)	Cost for Each Unit (2)
A) Fully enclosed bi-level auto racks with extended height radial end doors	AB15156GNX	50 50 25	74473 - 74572 74591 - 64690 74891 - 74940	\$23,898
B) Roofless bi-level auto racks with standard height end doors	AB15156GLN	50	74373 - 74472	\$21,020

Time of Delivery: June - November, 1983

Place of Delivery: Proviso, Illinois or Janesville, Wisconsin

- (1) There will be two sequential serial numbers on each rack. All numbers are inclusive.
- (2) Cost excludes freight charges for delivery to Lessee. Such charges will be included in builder's invoice(s) rendered prior to each closing.